

RECORDATION NO. 29263 FILED

MAY 13 '10 -9 00 AM

~~SURFACE~~ TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 13, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 8-7099 Rider 2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Agrium U.S. Inc.
4582 S. Ulster St., Ste. 1700
Denver, CO 80237]

Section Chief
May 13, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series SHPX 201537 - SHPX 201595 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 13 '10 -9 00 AM

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, ARL Fifth LLC and Shippers Third LLC, all with respect to Agrium U.S. Inc., a Colorado Corporation ("Lessee")

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract as identified on Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

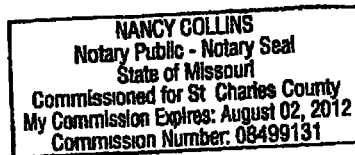
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Agrium US Inc.

Contract 8-7099 rider 2 dtd 9/17/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201537
	Tank	SHPX	201538
	Tank	SHPX	201539
	Tank	SHPX	201540
	Tank	SHPX	201541
	Tank	SHPX	201542
	Tank	SHPX	201543
	Tank	SHPX	201544
	Tank	SHPX	201545
	Tank	SHPX	201546
	Tank	SHPX	201576
	Tank	SHPX	201577
	Tank	SHPX	201578
	Tank	SHPX	201579
	Tank	SHPX	201580
	Tank	SHPX	201581
	Tank	SHPX	201582
	Tank	SHPX	201583
	Tank	SHPX	201584
	Tank	SHPX	201585
	Tank	SHPX	201586
	Tank	SHPX	201587
	Tank	SHPX	201588
	Tank	SHPX	201589
	Tank	SHPX	201590
	Tank	SHPX	201591
	Tank	SHPX	201592
	Tank	SHPX	201593
	Tank	SHPX	201594
	Tank	SHPX	201595

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

5/13/10



Robert W Alvord